

EXHIBIT C

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
W.R. GRACE & CO., <u>et al.</u>)	Case No. 01-1139 (JKF)
Debtors.)	Objection Deadline: August 31, 2005 at 4:00 p.m.
)	Hearing: Schedule If Necessary (Negative Notice)

COVER SHEET TO FOURTEENTH MONTHLY INTERIM APPLICATION OF
SWIDLER BERLIN LLP, BANKRUPTCY COUNSEL
TO DAVID T. AUSTERN, FUTURE CLAIMANTS' REPRESENTATIVE FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD
JUNE 1, 2005 THROUGH JUNE 30, 2005

Name of Applicant:	Swidler Berlin LLP ("Swidler")
Authorized to Provide Professional Services to:	David T. Austern, Future Claimants' Representative (the "FCR")
Date of Retention:	Swidler Retention Order entered September 27, 2004
Period for which compensation is sought:	June 1, 2005 through June 30, 2005
Amount of Compensation (100%) sought as actual, reasonable, and necessary:	\$101,992.00
80% of fees to be paid:	\$81,593.60 ¹
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	\$ 249.19
Total Fees @ 80% and 100% Expenses:	\$81,842.79
This is an: _____ interim <u> X </u> monthly _____ final application	

¹ Pursuant to the Administrative Order entered March 17, 2003, absent timely objections, the Debtor is authorized and directed to pay 80% of fees and 100% expenses.

The total time expended for fee application preparation during this time period is 10.80 hours and the corresponding fees are \$2,497.00 and \$16.80 in expenses for Swidler's fee applications and 5.20 hours and \$1,116.00 in fees and \$72.23 in expenses for the FCR and/or is other professional's fee applications. Any additional time spent for this matter will be requested in subsequent monthly interim applications.

This is Swidler's fourteenth interim fee application for the period June 1-30, 2005. Swidler has previously filed the following fee applications:

- Thirteenth interim fee application for the period May 1-31, 2005 in the amount of \$53,489.60 (80% of \$66,862.00) in fees and expenses in the amount of \$852.77
- Twelfth interim fee application for the period April 1-30, 2005 in the amount of \$21,802.60 (80% of \$27,253.25) in fees, expenses in the amount of \$1,560.48
- Eleventh interim fee application for the period March 1-31, 2005 in the amount of \$67,870.00 (80% of \$54,296.00) in fees, expenses in the amount of \$4,114.49
- Tenth interim fee application for the period February 1-28, 2005 in the amount of \$92,370.80 (80% of \$115,463.50) in fees, expenses in the amount of \$2,097.16
- Ninth interim fee application for the period January 1-31, 2005 in the amount of \$50,702.60 (80% of \$63,378.25) in fees, expenses in the amount of \$7,490.31
- Eighth interim fee application for the period December 1-31, 2004 in the amount of \$70,817.20 (80% of \$88,521.50) in fees and \$4,326.10 in expenses
- Seventh interim fee application for the period November 1-30, 2004 in the total amount of \$78,054.40 (80% of \$97,568.00) in fees and expenses in the amount of \$4,182.19
- Sixth interim fee application for the period October 1-31, 2004 in the total amount of \$87,179.80 (80% of \$108,974.75) in fees and expenses in the amount of \$8,520.60
- Fifth interim fee application for the period September 1-30, 2004 in the amount of \$123,890.80 (80% of \$154,863.50) in fees and \$5,827.44 in expenses
- Fourth interim fee application for the period August 1-31, 2004 in the amount of \$38,486.00 (80% of \$48,107.50) in fees and \$4,143.66 in expenses
- Third interim fee application for the period July 1-31, 2004 in the amount of \$74,481.80 (80% of \$93,102.25) in fees and \$4,429.85 in expenses
- Second interim fee application for the period June 1-30, 2004 in the amount of \$88,393.20 (80% of \$110,491.50) in fees and expenses of \$15,846.02
- First interim fee application for the period May 1-31, 2004 in the amount of \$8,151.60 (80% of \$10,189.50) in fees and expenses of \$8,151.60

To date, Swidler has received payments from the Debtors in the following amounts:

- \$363,650.37 representing 80% of fees and 100% expenses for May 24, 2004 through September 30, 2004
- \$19,993.70 representing the 20% holdback on fees for the time period May and June 2004
- \$46,629.66 representing 80% of fees and 100% expenses for July 2004
- \$78,911.65 representing 80% of fees and 100% expenses for August 2004
- \$129,718.24 representing 80% of fees and 100% expenses for September 2004
- \$59,214.65 representing the 20% holdback on fees for the time period July-September 2004
- \$95,700.40 representing 80% of fees and 100% expenses for October 2004
- \$157,379.89 representing 80% of fees and expenses for November and December 2004
- \$58,192.91 representing 80% of fees and 100% expenses for January 2005
- \$94,467.96 representing 80% of fees and 100% expenses for February 2005
- \$58,410.49 representing 80% of fees and 100% expenses for March 2005
- \$58,642.05 representing 20% holdback on fees for the time period October-December 2004

COMPENSATION SUMMARY

JUNE 2005

<u>Name of Professional Person</u>	<u>Position of Applicant, No. of Years in Position, Prior Relevant Experience, Yr. Obtained License to Practice, Area of Expertise</u>	<u>Hourly Billing Rate (including changes)</u>	<u>Total Billed Hours</u>	<u>Total Compensation</u>
Monique D. Almy	Partner, 9 years in position; 18 years relevant experience; 1987, Bankruptcy	\$460.00	52.20	\$24,012.00
Roger Frankel	Partner, 22 years in position; 34 years relevant experience; 1971, Bankruptcy	\$645.00	32.90	\$20,704.50 ¹
Richard H. Wyron	Partner, 16 years in position; 26 years relevant experience; 1979, Bankruptcy	\$545.00	16.50	\$8,992.50

¹ Please note that this amount reflects a reduction of \$516.00 for the 50% discount on non-working travel

<u>Name of Professional Person</u>	<u>Position of Applicant, No. of Years in Position, Prior Relevant Experience, Yr. Obtained License to Practice, Area of Expertise</u>	<u>Hourly Billing Rate (including changes)</u>	<u>Total Billed Hours</u>	<u>Total Compensation</u>
Matthew W. Cheney	Associate, 8 years in position; 8 years relevant experience; 1997, Bankruptcy	\$355.00	69.70	\$24,743.50
Debra L. Felder	Associate, 3 years in position; 3 years relevant experience; 2002, Bankruptcy	\$255.00	37.20	\$9,486.00
Kimberly E. Neureiter	Associate, 3 years in position; 3 years relevant experience; 2002, Bankruptcy	\$235.00	23.10	\$5,428.50
Rachael M. Barainca	File Clerk	\$60.00	18.00	\$1,080.00
Debra O. Fullem	Senior Legal Assistant	\$195.00	14.50	\$2,827.50
Scott W. Grant	Summer Associate	\$185.00	25.50	\$4,717.50
Total			289.60	\$101,992.00
Blended Rate: \$352.18				

COMPENSATION BY PROJECT CATEGORY

JUNE 2005

<u>Project Category</u>	<u>Total Hours</u>	<u>Total Fees</u>
Case Administration	24.20	\$3,119.00
Due Diligence	26.00	\$4,845.00
Compensation of Professionals-Swidler	10.80	\$2,497.00
Compensation of Professionals-Other	5.20	\$1,116.00
Litigation	221.40	\$89,821.00
Retention of Professionals-Other	.40	\$78.00
Travel Time (Non-Working)	1.60	\$516.00
TOTAL	289.60	\$101,992.00

EXPENSE SUMMARY

JUNE 2005

Expense Category	Total
Photocopying/Printing	\$81.60
Telephone/Facsimile	\$3.25
Postage/Federal Express/Courier Fees	\$70.22
Meals	\$64.18
Westlaw	\$29.94
TOTAL	\$249.19

Respectfully submitted,

SWIDLER BERLIN LLP

By: 

Roger Frankel, admitted *pro hac vice*
Richard H. Wyron, admitted *pro hac vice*
3000 K Street, NW, Suite 300
Washington, DC 20007
(202) 424-7500
Counsel to David I. Austern,
As Future Claimants' Representative

Dated: August 11, 2005

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	Chapter 11
W.R. GRACE & CO., <u>et al.</u>	Case No. 01-1139 (JKF)
Debtors.	

VERIFICATION

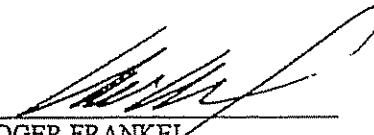
DISTRICT OF COLUMBIA, TO WIT:

Roger Frankel, after being duly sworn according to law, deposes and says:

1 I am a partner of the applicant law firm Swidler Berlin LLP ("Swidler") and have been admitted *pro hac vice* to appear in these cases.

2 I have personally performed many of the legal services rendered by Swidler as counsel to David T. Austern as Future Claimants' Representative ("FCR") and am familiar with the other work performed on behalf of the FCR by the lawyers, legal assistants, and other professionals of Swidler as set forth in the invoices attached as Exhibit A hereto.


3 I have reviewed the Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. I have reviewed the requirements of Local Rule 2016-2 and the Administrative Order as Amended dated April 17, 2002, and I believe the Application to be in compliance therewith.



ROGER FRANKEL

SWORN AND SUBSCRIBED TO BEFORE ME

THIS 11th DAY OF AUGUST, 2005



Notary Public

My commission expires: _____

Lori S. Williams
Notary Public, District of Columbia
My Commission Expires 3-31-2010

EXHIBIT A
SWIDLER BERLIN LLP
INVOICES FOR THE TIME PERIOD
JUNE 1-30, 2005

SWIDLER BERLIN LLPFEDERAL IDENTIFICATION
No. 13-2679676WASHINGTON, DC OFFICE
THE WASHINGTON HARBOUR
3000 K STREET, NW, SUITE 300
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FACSIMILE (202) 424-7647NEW YORK OFFICE
THE CHRYSLER BUILDING
405 LEXINGTON AVENUE
NEW YORK, NY 10174
TELEPHONE (212) 973-0111
FACSIMILE (212) 891-9598David Austern, FCR (for W.R. Grace & Co.)
c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

CLIENT/CASE: 25369.0001

INVOICE DATE: 07/29/05
INVOICE NUMBER: 290178

RE: Case Administration

FOR PROFESSIONAL SERVICES RENDERED THROUGH JUNE, 2005

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
06/01/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	0.30
06/01/05	Roger L. Frankel	Telephone conference with D. Austern re meeting with F.Festa.	0.30
06/02/05	Roger L. Frankel	Review status with CIBC.	0.20
06/02/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	0.50
06/02/05	Debra O. Fullem	Review docket update.	0.10
06/03/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	0.50
06/03/05	Roger L. Frankel	Review 8-K.	0.30
06/06/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	0.40
06/06/05	Debra O. Fullem	Review docket update.	0.10
06/06/05	Debra L. Felder	Review docket and update calendar of hearings and deadlines.	0.40

SWIDLER BERLIN LLP

David Austern, FCR (for W.R. Grace & Co.)
 07/29/05
 Page 2

CLIENT: 25369
 MATTER: 0001
 INVOICE: 290178

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
06/07/05	Debra O. Fullem	Review docket update.	0.10
06/07/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	0.30
06/08/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	0.40
06/09/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	0.50
06/10/05	Rachael M. Barainca	Downloaded, printed, and organized filings for D. Felder.	1.00
06/10/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	0.30
06/10/05	Debra L. Felder	Review docket and update calendar of hearings and deadlines.	0.70
06/13/05	Debra L. Felder	Review docket and update calendar of hearings and deadlines.	0.30
06/13/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	0.50
06/13/05	Debra O. Fullem	Review docket update.	0.10
06/14/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	0.50
06/15/05	Rachael M. Barainca	Update folders.	3.00
06/15/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	0.40
06/16/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	0.50
06/16/05	Debra O. Fullem	Review docket update.	0.10
06/17/05	Debra O. Fullem	Review docket update.	0.10
06/17/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	0.30
06/20/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	0.40
06/20/05	Matthew W. Cheney	Review pleadings.	0.20

SWIDLER BERLIN LLP

David Austern, FCR (for W.R. Grace & Co.)
 07/29/05
 Page 4

CLIENT: 25369
 MATTER: .0001
 INVOICE: 290178

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
06/29/05	Rachael M. Barainca	Download, print, and organize filings for D. Felder.	1.00
06/29/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	1.00
06/30/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	1.00
06/30/05	Debra L. Felder	Review docket and update calendar of hearings and deadlines.	0.40
06/30/05	Matthew W. Cheney	Review pleadings.	0.30

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Roger L. Frankel	\$645.00	1.20	\$774.00
Matthew W. Cheney	\$355.00	0.50	\$177.50
Debra L. Felder	\$255.00	3.50	\$892.50
Debra O. Fullem	\$195.00	1.00	\$195.00
Rachael M. Barainca	\$60.00	18.00	\$1,080.00
TOTAL HOURS & FEES		24.20	\$3,119.00

OTHER CHARGES	AMOUNT
Photocopy & Printing	51.15
Telephone	3.25
Federal Express	11.64
Meal Charges	64.18
TOTAL OTHER CHARGES	\$130.22

CURRENT INVOICE DUE.....\$3,249.22

SWIDLER BERLIN LLP

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David Austern, FCR (for W.R. Grace & Co.,)
c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

OUR REFERENCE: 25369.0001

INVOICE DATE: 07/29/05
INVOICE NUMBER: 290178

INVOICE SUMMARY

TOTAL FEES	\$3,119.00
TOTAL OTHER CHARGES	\$130.22
TOTAL AMOUNT DUE	\$3,249.22

REMITTANCE INFORMATION:

U.S. Mail:
Swidler Berlin LLP
Attn: Accounting Department
P.O. Box 3766
Washington, DC 20027-3766

Electronic Funds Transfer:
Name of Bank: Wachovia Bank, N.A.
Account Title: Swidler Berlin LLP
ABA Routing No.: 054001220
Account No.: 2000024531692

Please Note Our Reference and Invoice Numbers When Making Payment

SWIDLER BERLIN LLPFEDERAL IDENTIFICATION
No. 13-2679676WASHINGTON, DC OFFICE
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c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

CLIENT/CASE: 25369.0004

INVOICE DATE: 07/29/05
INVOICE NUMBER: 290179

RE: Due Diligence

FOR PROFESSIONAL SERVICES RENDERED THROUGH JUNE, 2005

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
06/14/05	Debra L. Felder	Conference with S. Grant regarding review of asbestos bill and implications for Debtors' plan and 524(g) trust.	0.20
06/21/05	Debra L. Felder	Conference with S. Grant regarding insurance implications of asbestos bill and effect on W.R. Grace.	0.30
06/22/05	Scott W. Grant	Review and research reported version of new Senate Asbestos Bill, S-582 re insurance contracts and sunset of Act; begin draft of memo concerning medical criteria for claimants under new Asbestos Fund.	3.00
06/23/05	Scott W. Grant	Draft memo sections re medical criteria and payment amounts for asbestos disease levels; draft memo section re special payment and evidentiary criteria for Libby claimants.	1.50
06/27/05	Scott W. Grant	Draft memo sections for D. Felder re Defendant participant prior asbestos exposure, payment criteria, and possible payment adjustments in reported version of Fairness in Asbestos Injury Resolution Act of 2005, S-852.	3.40

SWIDLER BERLIN LLP

David Austern, FCR (for W.R. Grace & Co.)
 07/29/05
 Page 2

CLIENT: 25369
 MATTER: .0004
 INVOICE: 290179

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
06/28/05	Scott W. Grant	Draft memo sections for D. Felder summarizing insurance company contributions to the Fund, debtors' obligations and pending bankruptcy cases in the Fairness in Asbestos Injury Resolution Act of 2005, S-852.	5.30
06/29/05	Scott W. Grant	Draft memo sections for D. Felder summarizing insurance contracts, sunset provisions, judicial review, preemption of court asbestos claim, and bankruptcy trust treatment in the Fairness in Asbestos Injury Resolution Act of 2005, S-852.	5.70
06/30/05	Scott W. Grant	Draft memo sections for D. Felder providing overview of the Act and discussing special treatment of Libby residents in the Fairness in Asbestos Injury Resolution Act of 2005, S-852; revise, edit and print memo.	6.60

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Debra L. Felder	\$255.00	0.50	\$127.50
Scott W. Grant	\$185.00	25.50	\$4,717.50
TOTAL HOURS & FEES		26.00	\$4,845.00

OTHER CHARGES	AMOUNT
TOTAL OTHER CHARGES	\$0.00

CURRENT INVOICE DUE.....\$4,845.00

SWIDLER BERLIN LLP

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c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

OUR REFERENCE: 25369.0004

INVOICE DATE: 07/29/05
INVOICE NUMBER: 290179

INVOICE SUMMARY

TOTAL FEES	\$4,845.00
TOTAL OTHER CHARGES	\$0.00
TOTAL AMOUNT DUE	\$4,845.00

REMITTANCE INFORMATION:

U.S. Mail:
Swidler Berlin LLP
Attn: Accounting Department
P.O. Box 3766
Washington, DC 20027-3766

Electronic Funds Transfer:
Name of Bank: Wachovia Bank, N.A.
Account Title: Swidler Berlin LLP
ABA Routing No.: 054001220
Account No.: 2000024531692

Please Note Our Reference and Invoice Numbers When Making Payment

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c/o CRMC
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Suite 200
Falls Church, VA 22042-0683

CLIENT/CASE: 25369.0011

INVOICE DATE: 07/29/05
INVOICE NUMBER: 290182

RE: Compensation of Professionals--Swidler

FOR PROFESSIONAL SERVICES RENDERED THROUGH JUNE, 2005

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
06/02/05	Debra O. Fullem	Review April invoices and prepare summary of fees and expenses to begin preparing fee application.	0.40
06/06/05	Debra O. Fullem	Review memo from D. Felder regarding compensation guidelines and professionals' applications relating to fee auditor response.	0.20
06/06/05	Debra O. Fullem	Review e-mail from S. Bossay at fee auditor's office along with schedule reflecting amounts; confirm numbers are accurate; inform R. Wyron.	0.40
06/06/05	Richard H. Wyron	Respond to fee auditor's comments.	0.30
06/07/05	Debra O. Fullem	Prepare e-mail to Mr. Bossay at fee auditor's office to confirm Swidler's numbers are accurate in the spreadsheet.	0.10
06/08/05	Debra O. Fullem	Begin draft of Swidler's April fee application.	0.90
06/09/05	Debra O. Fullem	Finish draft of Swidler's April fee statement and forward to R. Wyron for review and comment.	2.00
06/09/05	Debra O. Fullem	Update status chart regarding Swidler's fees and expenses; forward to R. Wyron for review.	0.30

SWIDLER BERLIN LLP

David Austern, FCR (for W.R. Grace & Co.)
 07/29/05
 Page 2

CLIENT: 25369
 MATTER: .0011
 INVOICE: 290182

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
06/10/05	Debra O. Fullem	Review and revise May prebills.	0.70
06/14/05	Debra L. Felder	Telephone conference with D. Fullem regarding upcoming hearing on fee applications.	0.10
06/16/05	Debra O. Fullem	Review and respond to e-mail from C. Hartman at local counsel's office regarding signed original fee application.	0.10
06/16/05	Debra O. Fullem	Finalize draft of April fee application; forward to R. Wyron for review.	0.50
06/17/05	Debra O. Fullem	Conference with R. Meade regarding items set for hearing June 27.	0.10
06/20/05	Debra O. Fullem	Follow up with D. Felder regarding recent Swidler fee application filings, including status, deadlines to object, hearings scheduled and other related matters.	0.50
06/20/05	Debra O. Fullem	Review docket update and agenda of hearing on June 27 filed today with the Court; forward same to R. Meade along with proposed fee order for inserting in hearing binder.	0.30
06/20/05	Debra O. Fullem	Organize fee application files.	0.20
06/21/05	Debra O. Fullem	Organize fee application files.	1.00
06/21/05	Debra O. Fullem	Update fee and expense chart.	0.20
06/27/05	Debra O. Fullem	Review calendar of deadlines and status of fee applications; respond to D. Felder regarding same; prepare notices regarding correction to hearing date for September agenda.	0.80
06/27/05	Debra O. Fullem	Review and respond to e-mail from R. Wyron regarding agreed upon reductions to fees and expenses per fee auditor report.	0.20
06/27/05	Richard H. Wyron	Review May prebills and April fee application.	0.80
06/28/05	Debra O. Fullem	Coordinate filing and service of Notice of Hearing for Swidler's quarterly fee application.	0.20
06/30/05	Debra O. Fullem	Review and respond to e-mail from R. Wyron regarding confirmation that Swidler's fees and expenses in fee Order are correct; update spreadsheet.	0.30
06/30/05	Debra O. Fullem	Update spreadsheet of fees and expenses per recent Order.	0.20

SWIDLER BERLIN LLP

David Austern, FCR (for W.R. Grace & Co.)
 07/29/05
 Page 3

CLIENT: 25369
 MATTER: .0011
 INVOICE: 290182

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Richard H. Wyron	\$545.00	1.10	\$599.50
Debra L. Felder	\$255.00	0.10	\$25.50
Debra O. Fullem	\$195.00	9.60	\$1,872.00
TOTAL HOURS & FEES		10.80	\$2,497.00

OTHER CHARGES	AMOUNT
Photocopy & Printing	2.40
Postage	6.36
Federal Express	8.04
TOTAL OTHER CHARGES	\$16.80

CURRENT INVOICE DUE.....\$2,513.80

SWIDLER BERLIN LLP

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No. 13-2679676

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David Austern, FCR (for W.R. Grace & Co.)
c/o CRMC
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Suite 200
Falls Church, VA 22042-0683

OUR REFERENCE: 25369.0011

INVOICE DATE: 07/29/05
INVOICE NUMBER: 290182

INVOICE SUMMARY

TOTAL FEES.....	\$2,497.00
TOTAL OTHER CHARGES.....	\$16.80
TOTAL AMOUNT DUE	\$2,513.80

REMITTANCE INFORMATION:

U.S. Mail:
Swidler Berlin LLP
Attn: Accounting Department
P.O. Box 3766
Washington, DC 20027-3766

Electronic Funds Transfer:
Name of Bank: Wachovia Bank, N.A.
Account Title: Swidler Berlin LLP
ABA Routing No.: 054001220
Account No.: 2000024531692

Please Note Our Reference and Invoice Numbers When Making Payment

SWIDLER BERLIN LLPFEDERAL IDENTIFICATION
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THE CHRYSLER BUILDING
405 LEXINGTON AVENUE
NEW YORK, NY 10174
TELEPHONE (212) 973-0111
FACSIMILE (212) 891-9598David Austern, FCR (for W.R. Grace & Co.)
c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

CLIENT/CASE: 25369 0012

INVOICE DATE: 07/29/05
INVOICE NUMBER: 290183

RE: Compensation of Professionals--Other

FOR PROFESSIONAL SERVICES RENDERED THROUGH JUNE, 2005

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
06/02/05	Debra O. Fullem	Review and respond to S. Bossay e-mail regarding other professionals initial reports.	0.20
06/06/05	Debra L. Felder	Review final reports by fee auditor and update memorandum regarding same.	1.00
06/14/05	Debra L. Felder	Review fee auditor's final reports and update memorandum regarding same.	0.70
06/14/05	Debra O. Fullem	Prepare CNOs for CIBC's March and April fee statements.	0.40
06/14/05	Debra O. Fullem	Prepare notice of corrected hearing date and deadline to object regarding D. Austern's fourth quarterly fee application.	0.20
06/14/05	Debra O. Fullem	Review and respond to e-mail from D. Felder regarding D. Austern's quarterly fee applications set for hearing in June; review and send e-mail to C. Hartman regarding process to correct same to be scheduled for September fee hearing.	0.30
06/20/05	Debra O. Fullem	Organize fee application files.	0.20
06/21/05	Debra O. Fullem	Organize fee application files.	1.00

SWIDLER BERLIN LLP

David Austern, FCR (for W.R. Grace & Co.)
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CLIENT: 25369
 MATTER: .0012
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DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
06/22/05	Debra O. Fullem	Review and respond to e-mail from R. Chatterjee at CIBC regarding filing of May fee application.	0.10
06/23/05	Debra O. Fullem	Prepare notice and certificate of service relating to CIBC May fee application; prepare e-mail to R. Chatterjee regarding timing for filing of same pursuant to the Administrative Order.	0.40
06/23/05	Debra O. Fullem	Prepare e-mail to D. Austern regarding status of April and May billings.	0.10
06/23/05	Debra O. Fullem	Prepare e-mail to R. Wyron regarding follow up on April fee application and May prebills.	0.10
06/28/05	Debra O. Fullem	Coordinate filing and serving of Notice of Hearing in September on D. Austern's quarterly fee application	0.20
06/30/05	Debra O. Fullem	Review and respond to e-mail from R. Wyron regarding confirmation that D. Austern and CIBC fees and expenses in fee Order are correct	0.30

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Debra L. Felder	\$255.00	1.70	\$433.50
Debra O. Fullem	\$195.00	3.50	\$682.50
TOTAL HOURS & FEES		5.20	\$1,116.00

OTHER CHARGES	AMOUNT
Photocopy & Printing	28.05
Postage	7.65
Federal Express	36.53
TOTAL OTHER CHARGES	\$72.23

CURRENT INVOICE DUE.....\$1,188.23

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David Austern, FCR (for W.R. Grace & Co.)
c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

INVOICE DATE: 07/29/05
INVOICE NUMBER: 290183

OUR REFERENCE: 25369.0012

INVOICE SUMMARY

TOTAL FEES.....	\$1,116.00
TOTAL OTHER CHARGES.....	\$72.23
TOTAL AMOUNT DUE	\$1,188.23

REMITTANCE INFORMATION:

U.S. Mail:
Swidler Berlin LLP
Attn: Accounting Department
P.O. Box 3766
Washington, DC 20027-3766

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Name of Bank: Wachovia Bank, N.A.
Account Title: Swidler Berlin LLP
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c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

REVISED

CLIENT/CASE: 25369.0007

INVOICE DATE: 07/29/05
INVOICE NUMBER: 290180

RE: Litigation

FOR PROFESSIONAL SERVICES RENDERED THROUGH JUNE, 2005

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
06/01/05	Richard H. Wyron	Confer with M. Almy as to status, exclusivity and PI CMO, and follow-up.	0.30
06/01/05	Matthew W. Cheney	Draft objection to CMO and Questionnaire Motion.	7.10
06/01/05	Monique D. Almy	Conference with R. Wyron re response to CMO/Questionnaire motion strategy.	0.10
06/02/05	Monique D. Almy	Draft Objection to CMO/Questionnaire Motion.	1.30
06/02/05	Matthew W. Cheney	Draft objection to CMO and Questionnaire Motion.	3.20
06/02/05	Roger L. Frankel	Review issues re NJ environmental complaint.	0.30
06/02/05	Richard H. Wyron	Follow-up with PI and PD counsel on pending motions.	0.30
06/03/05	Debra L. Felder	Review Debtors motion to extend exclusive periods.	1.00
06/03/05	Roger L. Frankel	Review issues re response to CMO motion, exclusivity.	0.30
06/03/05	Matthew W. Cheney	Draft objection to CMO and Questionnaire Motion.	2.80
06/03/05	Monique D. Almy	Draft Objection to CMO/Questionnaire motion.	1.40
06/03/05	Kimberly E. Neureiter	Confer with M. Cheney re research assignment related to estimating claims.	0.20

SWIDLER BERLIN LLP

David Austern, FCR (for W.R. Grace & Co.)
 07/29/05
 Page 2

CLIENT: 25369
 MATTER: .0007
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DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
06/05/05	Debra L. Felder	Draft objection to Debtors' motion for extension of exclusive periods (4.0); review transcripts from USG hearing regarding extension of exclusive periods (.5).	4.50
06/06/05	Debra L. Felder	Revise objection to Debtors' motion for extension of exclusive periods.	1.50
06/06/05	Richard H. Wyron	Review exclusivity issues and e-mail regarding Committee position (.6); calls to and from K&E regarding PI CMO and extension, and e-mails regarding same (.6); review draft of objection to exclusivity (.4).	1.60
06/06/05	Matthew W. Cheney	Draft objection to CMO and Questionnaire Motion.	1.00
06/07/05	Matthew W. Cheney	Work on objection to CMO and Questionnaire motion.	5.70
06/07/05	Monique D. Almy	Draft CMO/Questionnaire Objection.	3.00
06/07/05	Monique D. Almy	Edit Objection to Extension of Exclusivity.	0.80
06/07/05	Monique D. Almy	E-mail with J. Baer re extension of reply deadline to CMO/Questionnaire Motion.	0.10
06/07/05	Monique D. Almy	Review draft Joint Motion requesting an extension of the briefing deadlines re the PI Briefing schedule.	0.30
06/07/05	Monique D. Almy	Review revised Objection to Extension of Exclusivity.	0.40
06/07/05	Debra L. Felder	Conference with M. Almy regarding objection to Debtors' motion to extend exclusive periods (.2); revise same (2.3).	2.50
06/08/05	Monique D. Almy	Revise Objection to Debtors Motion to Extend Exclusivity.	0.50
06/08/05	Monique D. Almy	Draft Objection to CMO/Questionnaire Motion.	1.00
06/08/05	Matthew W. Cheney	Review and revise motion extending deadlines for CMO and Questionnaire Motion.	0.80
06/08/05	Matthew W. Cheney	Draft correspondence to D. Carickhoff enclosing motion.	0.20
06/08/05	Matthew W. Cheney	Work on objection to CMO and Questionnaire Motion.	4.00
06/09/05	Matthew W. Cheney	Work on Objection to CMO and Questionnaire Motion.	2.10
06/09/05	Monique D. Almy	Order (modified) Granting Motion for Leave to Extend Deadlines for Filing Responses and Replies to Motion to Approve PI CMO and Questionnaire and for Responses to Exceed Page Limits.	0.10

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David Austern, FCR (for W.R. Grace & Co.)
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CLIENT: 25369
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DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
06/09/05	Kimberly E. Neureiter	Conference with M. Cheney re research assignment re estimation.	0.70
06/09/05	Kimberly E. Neureiter	Legal research regarding scope of injunction issue.	1.70
06/09/05	Roger L. Frankel	Review, revise draft opposition to extension of exclusivity; telephone conferences with D. Felder re same.	1.70
06/09/05	Roger L. Frankel	Review, proof final draft of objection to further extension of exclusivity.	0.80
06/09/05	Debra L. Felder	Revise objection to Debtors' motion to extend exclusive periods (2.6); telephone conference with R. Frankel regarding same (.2); e-mail correspondence to M. Almy regarding same (.2).	3.00
06/09/05	Richard H. Wyron	Confer with R. Frankel and M. Almy regarding strategy.	0.20
06/09/05	Richard H. Wyron	Review draft objections to exclusivity and provide comments.	1.20
06/10/05	Richard H. Wyron	Review PI draft on CMO (1.1); review PD objections to exclusivity (.8); review draft FCR objections and comments (.4).	2.30
06/10/05	Debra L. Felder	E-mail correspondence to and from R. Wyron regarding objection to Debtors' motion to extend exclusive periods (.1); review PI Committee's objection to same (.4); review PD Committee's objection to same (.3); finalize objection to same (1.0).	1.80
06/10/05	Kimberly E. Neureiter	Performed legal research and reviewed results re estimation procedures.	5.90
06/10/05	Kimberly E. Neureiter	Perform legal research and review results re injunction elements and bankruptcy cases.	1.60
06/10/05	Monique D. Almy	Review Objection to Debtors' Eighth Motion for an Order Pursuant to 11 U.S.C. Section 1121(d) Extending Debtors' Exclusive Periods in Which to File a Chapter 11 Plan and Solicit Votes Thereon Filed by Official Committee of Asbestos Property Damage Claimants.	0.30
06/10/05	Monique D. Almy	Review Motion to Authorize the Implementation of the 2005-2007 Long-Term Incentive Program for Key Employers Filed by Debtor.	0.20

SWIDLER BERLIN LLP

David Austern, FCR (for W.R. Grace & Co.)
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CLIENT: 25369
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DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
06/10/05	Matthew W. Cheney	Work on Objection to CMO and Questionnaire Motion.	1.20
06/11/05	Roger L. Frankel	Review objection to exclusivity of PD Committee (.8); review response to exclusivity motion filed by equity committee (.3).	1.10
06/13/05	Kimberly E. Neureiter	Complete review of estimation research.	1.30
06/13/05	Kimberly E. Neureiter	Discussion with M. Cheney to review results.	0.70
06/13/05	Matthew W. Cheney	Review pleadings in PI CMO.	0.30
06/13/05	Matthew W. Cheney	Work on Objection to CMO and Questionnaire Motion.	1.70
06/13/05	Debra L. Felder	Conference with M. Almy regarding Debtors' motion to approve long term incentive program (.2); e-mail correspondence to D. Carickhoff and P. Cunliff regarding filing of motion to approve long term incentive program (.1).	0.30
06/13/05	Richard H. Wyron	Review pleadings on exclusivity issue.	1.80
06/14/05	Richard H. Wyron	Review motion on new manufacturing facility.	0.30
06/14/05	Monique D. Almy	Review draft of opposition to CMO/Questionnaire Motion.	2.90
06/14/05	Monique D. Almy	Work on response to CMO/Questionnaire Motion.	2.50
06/14/05	Monique D. Almy	Review Long Term Incentive Program for key employees Motion.	0.30
06/14/05	Debra L. Felder	Review motion authorizing Debtors to expend property of the estate to establish additional manufacturing facility (.4); review Debtors' motion to approve 2005-2007 long term incentive program (.5); e-mail summary to R. Wyron and M. Almy regarding same (.5).	1.40
06/14/05	Matthew W. Cheney	Work on objection to CMO and Questionnaire motion.	3.90
06/15/05	Matthew W. Cheney	Work on Objection to CMO and Questionnaire Motion.	5.70
06/15/05	Kimberly E. Neureiter	Conference with M. Cheney re assignment for objection.	0.20
06/15/05	Kimberly E. Neureiter	Review Future Claimants' objection.	0.80
06/15/05	Roger L. Frankel	Review draft objection to Debtors' CMO motion.	1.30
06/15/05	Monique D. Almy	Draft objection to CMO/Questionnaire Motion.	4.80

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David Austern, FCR (for W.R. Grace & Co.)
 07/29/05
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CLIENT: 25369
 MATTER: .0007
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DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
06/16/05	Matthew W. Cheney	Work on Objection to CMO and Questionnaire Motion.	3.30
06/16/05	Kimberly E. Neureiter	Detail review/analysis of Objection for content and case citations.	4.30
06/17/05	Roger L. Frankel	Confer with R. Wyron re exclusivity issues, argument at hearing.	0.40
06/17/05	Kimberly E. Neureiter	Review/modify objection and conference with M. Cheney re analysis.	3.60
06/17/05	Matthew W. Cheney	Draft objection to CMO and Questionnaire motion.	4.20
06/17/05	Richard H. Wyron	Review asbestos trust final bill as reported from Committee for impact on plan.	0.60
06/17/05	Richard H. Wyron	Review Debtor's response on exclusivity.	0.60
06/17/05	Monique D. Almy	Review estimation brief filed by ACC in G-I.	2.30
06/17/05	Monique D. Almy	Review Debtor's reply on exclusivity.	0.40
06/17/05	Monique D. Almy	Work on Objection to CMO/Questionnaire Motion.	1.50
06/17/05	Debra L. Felder	Review Debtors' reply to objections to Debtors' motion to extend exclusive periods.	0.30
06/20/05	Debra L. Felder	Review motion of Montana for relief from automatic stay (.6); e-mail summary to R. Wyron regarding same (3).	0.90
06/20/05	Monique D. Almy	Review 6/27 agenda.	0.10
06/20/05	Monique D. Almy	Review summary of Montana Motion for relief.	0.20
06/20/05	Monique D. Almy	Work on objection to COM/questionnaire Motion.	2.50
06/20/05	Monique D. Almy	Review Debtors reply to Century Objection to Liberty form of order.	0.90
06/20/05	Richard H. Wyron	Review pleadings filed for 6/27 hearing (.8); review case calendar (3); review summary of Montana's motion for relief (.4).	1.50
06/20/05	Richard H. Wyron	Confer with J. Radecki and follow-up notes.	0.60
06/21/05	Matthew W. Cheney	Work on Objection to CMO and Questionnaire motion.	1.10
06/21/05	Monique D. Almy	Work on CMO/questionnaire objection.	2.40

SWIDLER BERLIN LLP

David Austern, FCR (for W.R. Grace & Co.)
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CLIENT: 25369
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 INVOICE: 290180

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
06/21/05	Debra L. Felder	Review pleadings regarding motion to extend exclusive periods (1.0); conference with R. Frankel regarding hearing preparation regarding same (.2).	1.20
06/21/05	Roger L. Frankel	Review, revise opposition to CMO motion.	1.20
06/21/05	Roger L. Frankel	Review Debtors' reply to objections re plan exclusivity.	0.50
06/21/05	Roger L. Frankel	Confer with D. Felder re exclusivity hearing.	0.30
06/21/05	Roger L. Frankel	Telephone conference with E. Magner re case issues, status; notes re same.	0.40
06/22/05	Roger L. Frankel	Confer with R. Wyron in preparation for hearing.	0.30
06/22/05	Matthew W. Cheney	Work on objection.	0.60
06/22/05	Monique D. Almy	Review Orders authorizing Debtors to contribute to pension funds.	0.20
06/22/05	Monique D. Almy	Work on objection to CMO/Questionnaire Motion.	1.50
06/22/05	Richard H. Wyron	E-mail correspondence regarding Montana's motion.	0.20
06/23/05	Richard H. Wyron	Review amended agenda.	0.20
06/23/05	Monique D. Almy	Review Supplement to Motion of State of Montana.	0.10
06/23/05	Monique D. Almy	Review amended 6/27 agenda.	0.10
06/23/05	Monique D. Almy	Work on objection to CMO/Questionnaire Motion.	2.20
06/23/05	Debra L. Felder	Review January 21 and 24, 2005 hearing transcripts regarding estimation and exclusivity.	3.40
06/23/05	Matthew W. Cheney	Work on objection.	0.40
06/24/05	Matthew W. Cheney	Work on objection to CMO and Questionnaire Motion.	0.80
06/24/05	Roger L. Frankel	Confer with M. Cheney re opposition to CMO motion.	0.40
06/24/05	Roger L. Frankel	Review pleadings in preparation for exclusivity argument on 6/27.	2.10
06/24/05	Kimberly E. Neureiter	Conference with M. Cheney re status of objection and discuss modifications.	0.20

SWIDLER BERLIN LLP

David Austern, FCR (for W.R. Grace & Co.)
 07/29/05
 Page 7

CLIENT: 25369
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DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
06/24/05	Debra L. Felder	Prepare notes for R. Frankel regarding January 21 and 24, 2005 hearings regarding exclusivity and estimation (1.0); conference with R. Frankel regarding Debtors' motion to extend exclusivity and agenda for June omnibus hearing (.1).	1.10
06/24/05	Monique D. Almy	Draft objection to CMO/Questionnaire Motion.	2.10
06/25/05	Roger L. Frankel	Prepare notes (review pleadings) in preparation for oral argument; draft notes of argument re exclusivity.	1.90
06/26/05	Matthew W. Cheney	Work on objection to CMO and Questionnaire motion.	0.70
06/27/05	Kimberly E. Neureiter	Review objection and comment; edit accordingly; conference with M. Cheney upon completion.	1.90
06/27/05	Roger L. Frankel	Review hearing binder in preparation for hearing (omnibus); review, revise notes in preparation for exclusivity argument during travel to DE.	2.30
06/27/05	Roger L. Frankel	Confer with local counsel in preparation for hearing.	0.50
06/27/05	Roger L. Frankel	Attend hearing re exclusivity, CMO, omnibus hearing in Wilmington (3.1); confer with J. Radecki after hearing (.4); confer with D. Bernick after hearing (.3).	3.80
06/27/05	Roger L. Frankel	Review file, prepare notes post hearing.	0.60
06/27/05	Roger L. Frankel	Confer with R. Wyron re hearing, follow-up.	0.40
06/27/05	Richard H. Wyron	Call to R. Frankel regarding update to issues for hearing and e-mails regarding same (.3); participate telephonically in omnibus hearing (1.9).	2.20
06/27/05	Matthew W. Cheney	Work on objection to CMO and Questionnaire motion.	6.40
06/27/05	Monique D. Almy	Work on response to CMO/Questionnaire motion.	2.00
06/27/05	Monique D. Almy	Review current draft to CMO/Questionnaire Motion.	1.30
06/28/05	Monique D. Almy	Call to J. Baer re upcoming deadlines post-hearing.	0.40
06/28/05	Monique D. Almy	Draft summary of call with J. Baer and recommendations to proceed to R. Frankel and M. Cheney.	0.30
06/28/05	Monique D. Almy	Work on response to CMO/Questionnaire Motion.	1.50

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David Austern, FCR (for W.R. Grace & Co.)
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 Page 8

CLIENT: 25369
 MATTER: .0007
 INVOICE: 290180

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
06/28/05	Debra L. Felder	Telephone conference to Bankruptcy Court regarding June 27 hearing transcript (.1); telephone conference to P. Cuniff regarding same (.1); e-mails to M. Almy regarding same (.1); conference with M. Cheney regarding objection to PI CMO (.4); review objections filed by Official Committee and PD Committee to Montana's lift stay motion (.8); e-mail summary to R. Wyron regarding same (.8)	2.30
06/28/05	Matthew W. Cheney	Work on objection to CMO and Questionnaire motion.	3.10
06/28/05	Roger L. Frankel	Review status with R. Wyron; series of e-mails re response to CMO motion.	0.50
06/28/05	Roger L. Frankel	Review, rewrite objection to debtors CMO motion.	1.70
06/28/05	Richard H. Wyron	Review CMO e-mails and timing issues (.2); call with R. Reinsel regarding ACC position (.2).	0.40
06/29/05	Roger L. Frankel	Review, revise objection to CMO motion; confer with M. Cheney re same.	2.40
06/29/05	Roger L. Frankel	Telephone conference with M. Cheney, M. Almy re CMO motion, strategy; notes re same.	0.50
06/29/05	Roger L. Frankel	Telephone conference with D. Austern re status, questionnaire; notes re same.	0.40
06/29/05	Roger L. Frankel	Confer with J. Radecki re discount rate issues.	0.40
06/29/05	Roger L. Frankel	Confer with J. Radecki re exclusivity issues.	0.30
06/29/05	Matthew W. Cheney	Work on objection to CMO and Questionnaire motion.	5.70
06/29/05	Matthew W. Cheney	Conference with D. Felder re Questionnaire.	0.10
06/29/05	Richard H. Wyron	Review pleadings, summaries and e-mails on Montana filing (.6); confer with J. Radecki on exclusivity and upcoming filings (.5).	1.10

SWIDLER BERLIN LLP

David Austern, FCR (for W.R. Grace & Co.)
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CLIENT: 25369
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DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
06/29/05	Debra L. Felder	Telephone conference with Bankruptcy Court regarding June 27 hearing audio CD (.1); telephone conference to C. Hartman regarding same (.1); review Debtors' objection to Montana's lift stay motion and prepare e-mail summary to R. Wyron (.8); review Babcock & Wilcox docket and pleadings regarding proof of claim form and case management orders (2.4); conference with S. Grant regarding impact of asbestos bill on Debtors' proposed plan (.2).	3.60
06/29/05	Monique D. Almy	Review Babcock proof of claim form.	0.80
06/29/05	Monique D. Almy	Work on alternative form of questionnaire.	0.50
06/29/05	Monique D. Almy	Review Sealed Air Approval Order.	0.20
06/29/05	Monique D. Almy	Work on finalizing response to CMO/Questionnaire Motion.	2.50
06/29/05	Monique D. Almy	Call with R. Frankel and M. Cheney re response to CMO/Questionnaire Motion and strategy going forward.	0.40
06/30/05	Monique D. Almy	Review response of Unsecured Creditors Committee in Support of Debtors CMO/Questionnaire Motion.	0.80
06/30/05	Monique D. Almy	Begin review of 6/27 transcript.	0.90
06/30/05	Monique D. Almy	Review response of Equity Committee to CMO/Questionnaire.	0.80
06/30/05	Monique D. Almy	Review PI Committee's Objection to CMO/Questionnaire Motion.	0.80
06/30/05	Monique D. Almy	Review response of Federal Insurance Co. to CMO/Questionnaire Motion.	0.30
06/30/05	Monique D. Almy	Review response by Md. Casualty to CMO/Questionnaire motion.	0.30
06/30/05	Monique D. Almy	Review motion to file under seal Confidential Exhibits.	0.40
06/30/05	Monique D. Almy	Review objection by Libby Claimants to CMO/Questionnaire motion.	0.80
06/30/05	Monique D. Almy	Review as filed Opposition by ACC to CMO/Questionnaire motion.	0.70

SWIDLER BERLIN LLP

David Austern, FCR (for W.R. Grace & Co.)
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CLIENT: 25369
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DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
06/30/05	Debra L. Felder	Review audio CD from June 27 hearing (1.0); review hearing transcript regarding same (1.3); telephone conference with R. Frankel and D. Austern regarding proof of claim/questionnaire (.3).	2.60
06/30/05	Matthew W. Cheney	Calls with C. Hartman re filing objection.	0.10
06/30/05	Matthew W. Cheney	Finalize objection to CMO and Questionnaire Motion.	3.00
06/30/05	Roger L. Frankel	Review, edit objection to CMO motion; confer with M. Cheney re same.	2.30
06/30/05	Roger L. Frankel	Review B&W claim form, instructions; telephone conference with D. Austern, D. Felder re revisions to same for Grace.	0.80
06/30/05	Roger L. Frankel	Review status with R. Wyron.	0.20

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Monique D. Almy	\$460.00	52.20	\$24,012.00
Roger L. Frankel	\$645.00	30.10	\$19,414.50
Richard H. Wyron	\$545.00	15.40	\$8,393.00
Matthew W. Cheney	\$355.00	69.20	\$24,566.00
Debra L. Felder	\$255.00	31.40	\$8,007.00
Kimberly E. Neureiter	\$235.00	23.10	\$5,428.50
TOTAL HOURS & FEES		221.40	\$89,821.00

OTHER CHARGES	AMOUNT
Westlaw Legal Research	29.94
TOTAL OTHER CHARGES	\$29.94

CURRENT INVOICE DUE.....\$89,850.94

SWIDLER BERLIN LLP

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No. 13-2679676

WASHINGTON, DC OFFICE
THE WASHINGTON HARBOUR
3000 K STREET, NW, SUITE 300
WASHINGTON, D.C. 20007-5116
TELEPHONE (202) 424-7500
FACSIMILE (202) 424-7647

NEW YORK OFFICE
THE CHRYSLER BUILDING
405 LEXINGTON AVENUE
NEW YORK, NY 10174
TELEPHONE (212) 973-0111
FACSIMILE (212) 891-9398

David Austern, FCR (for W.R. Grace & Co.)
c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

OUR REFERENCE: 25369.0007

INVOICE DATE: 07/29/05
INVOICE NUMBER: 290180

INVOICE SUMMARY

TOTAL FEES	\$89,821.00
TOTAL OTHER CHARGES	\$29.94
TOTAL AMOUNT DUE	\$89,850.94

REMITTANCE INFORMATION:

U.S. Mail:
Swidler Berlin LLP
Attn: Accounting Department
P.O. Box 3766
Washington, DC 20027-3766

Electronic Funds Transfer:
Name of Bank: Wachovia Bank, N.A.
Account Title: Swidler Berlin LLP
ABA Routing No.: 054001220
Account No.: 2000024531692

Please Note Our Reference and Invoice Numbers When Making Payment

SWIDLER BERLIN LLPFEDERAL IDENTIFICATION
No. 13-2679676WASHINGTON, DC OFFICE
THE WASHINGTON HARBOUR
3000 K STREET, NW, SUITE 300
WASHINGTON, D.C. 20007-5116
TELEPHONE (202) 424-7500
FACSIMILE (202) 424-7647NEW YORK OFFICE
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405 LEXINGTON AVENUE
NEW YORK, NY 10174
TELEPHONE (212) 973-0111
FACSIMILE (212) 891-9598David Austern, FCR (for W.R. Grace & Co.)
c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

CLIENT/CASE: 25369.0010

INVOICE DATE: 07/29/05
INVOICE NUMBER: 290181

RE: Retention of Professionals--Other

FOR PROFESSIONAL SERVICES RENDERED THROUGH JUNE, 2005

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
06/09/05	Debra O. Fullem	Review and respond to e-mail from R. Wyron regarding status of CIBC's second supplemental application to extend terms of employment.	0.10
06/14/05	Debra O. Fullem	Prepare CNO on CIBC's second supplemental application regarding extension of employment regarding fee terms.	0.20
06/14/05	Debra O. Fullem	Review and respond to e-mail from M. Almy regarding CNO to be filed on CIBC's second supplemental extension of employment.	0.10

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Debra O. Fullem	\$195.00	0.40	\$78.00
TOTAL HOURS & FEES		0.40	\$78.00

OTHER CHARGES	AMOUNT
TOTAL OTHER CHARGES	\$0.00

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c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

INVOICE DATE: 07/29/05
INVOICE NUMBER: 290181

OUR REFERENCE: 25369.0010

INVOICE SUMMARY

TOTAL FEES	\$78.00
TOTAL OTHER CHARGES	\$0.00
TOTAL AMOUNT DUE	\$78.00

REMITTANCE INFORMATION:

U.S. Mail:
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Washington, DC 20027-3766

Electronic Funds Transfer:
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Suite 200
Falls Church, VA 22042-0683

CLIENT/CASE: 25369.0014

INVOICE DATE: 07/29/05
INVOICE NUMBER: 290184

RE: Travel Time (Non-Working)

FOR PROFESSIONAL SERVICES RENDERED THROUGH JUNE, 2005

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
06/27/05	Roger L. Frankel	Travel to DC (non-working)	1.60

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Roger L. Frankel	\$322.50	1.60	\$516.00
TOTAL HOURS & FEES		1.60	\$516.00

OTHER CHARGES	AMOUNT
TOTAL OTHER CHARGES	\$0.00

CURRENT INVOICE DUE.....\$516.00

SWIDLER BERLIN LLP

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OUR REFERENCE: 25369.0014

INVOICE DATE: 07/29/05
INVOICE NUMBER: 290184

INVOICE SUMMARY

TOTAL FEES.....	\$516.00
TOTAL OTHER CHARGES.....	\$0.00
TOTAL AMOUNT DUE.....	\$516.00

REMITTANCE INFORMATION:

U.S. Mail:
Swidler Berlin LLP
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P.O. Box 3766
Washington, DC 20027-3766

Electronic Funds Transfer:
Name of Bank: Wachovia Bank, N.A.
Account Title: Swidler Berlin LLP
ABA Routing No: 054001220
Account No: 2000024531692

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IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	
)	
W.R. GRACE & CO., <u>et al.</u>)	Chapter 11
)	Case No. 01-01139 (JKF)
Debtors.)	(Jointly Administered)
)	

VERIFICATION

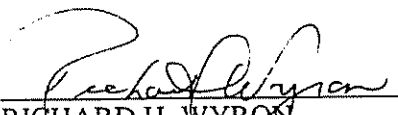
DISTRICT OF COLUMBIA, TO WIT:

Richard H. Wyron, after being duly sworn according to law, deposes and says:

1. I am a partner of the applicant law firm Swidler Berlin LLP ("Swidler") and am admitted to appear *pro hac vice* in these cases.

2. I have personally performed or supervised many of the legal services rendered by Swidler as counsel to David T. Austern as Future Claimants' Representative ("FCR") and am familiar with the other work performed on behalf of the FCR by the other lawyers, legal assistants, and other professionals of Swidler as set forth in the attached invoices.

3. I have reviewed the Fifth Quarterly Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. I have reviewed the requirements of Local Rule 2016-2 and the Administrative Order as Amended dated April 17, 2002, and I believe the Application to be in compliance therewith.


RICHARD H. WYRON

SWORN AND SUBSCRIBED TO BEFORE ME

THIS 2nd DAY OF NOVEMBER, 2005


Notary Public

My commission expires: _____ Lori S. Williams
Notary Public, District of Columbia
My Commission Expires 3-31-2010